



# CalSWEC

California Social Work Education Center

*Leadership. Partnership. Workforce Development.*

## **Special CalSWEC Board Meeting**

### **Bylaws Discussion**

Via Zoom

Wednesday, February 28, 2018 | 4:00 p.m. – 5:00 p.m.

### **Minutes**

#### **Attendance**

##### **Board Members:**

David Bassett, Yvonna Brown, Beverly Buckles, Vida Castaneda, Jong Choi, Mekada Graham, Scott Gruendl, Howard Himes, Mindy Hohman, Peter Lee, Amy Levin, Nancy Meyer-Adams, Toni Navarro, Stuart Oppenheim, Mary Rawlings, Ronnie Swartz, Janlee Wong,

##### **Stakeholders/Constituents:**

Chelsea Cornell, David Foster, Julie Gould, Tracy Kent, Ken Nakamura, Catherine Ralph, Jennifer Tucker-Tatlow, Cheryl Whittle

##### **Staff:**

Chris Cajski, E. Maxwell Davis, Marcy Hara, Sandhya Rao-Hermon, Virginia Rondero Hernandez, Nancy Nelson, Tenia Davis, Mauricio Wright

#### **DECISIONS**

The proposed bylaws changes were passed by the required two-thirds (2/3) of voting Board members present for this special meeting.

#### **ACTION ITEMS**

As instructed by the Board on October 26, 201, the Bylaws Subcommittee of the Board drafted recommended amendments to the CalSWEC Bylaws with the assistance of the CalSWEC Executive Director. The announcement of special meeting to discuss and vote on recommended changes was sent to Board members on January 25, 2018, in accordance with a 30-day notice reflected in Article XIII-Amendments, Section 1, p. 11 of the current bylaws.

## Summary

### I. Welcome

Board President Scott Gruendl presided over this meeting. He greeted participants and stated the purpose of this special meeting to review the proposed bylaws. The meeting was facilitated by CalSWEC staff and hosted on the Zoom website.

### II. Brief orientation to Zoom features

Chris Cajaski, Director of Technology and Instructional Design at CalSWEC gave an overview of the Zoom features and what to expect in terms of technical assistance during the meeting.

### III. Overview of bylaws revision process

Scott explained the process of the bylaws revision and proposed amendments process. He chaired the process and was assisted by Board members Vida Castaneda and Howard Himes and Virginia Rondero Hernandez.

### IV. Review of public comments

Scott reviewed a summary of public comments posted on the CalSWEC website. There were numerous comments regarding the need to project coordinator representation on the Board, along with a few recommended word changes and agreement regarding other proposed amendments in the language of the bylaws. Scott asked for question on the process. None were posted on Zoom nor spoken by Board members.

### V. Board discussion

The Board initiated discussion on the proposed amendments, Mary Rawlings moved to adopt the proposed bylaws as presented and the motion was seconded by David Bassett. The discussion then focused on how to accommodate the request for PC representation on the board. Mary withheld the original motion and Janlee Wong made a second motion that PC's be listed as Item G, Section 1, of Article II (CalSWEC Stakeholders and Constituents) in the proposed bylaws; but this proposal failed to gain a second. More discussion ensued, including how best to achieve the request for PC representation on the Board. A message from Dean Jeffery Edleson from UC Berkeley, School of Social Welfare was read to participants in support of not having PC representation on the Board. A second motion was made by Janlee to add the PC's as designated members to Section 2 of Article III (The CalSWEC Advisory Board) in the proposed bylaws; this was seconded by Mindy Hohman. Scott called for further discussion and for any public comment. Scott then called the question. The number of votes obtained did not meet the 2/3 proportion of voting members present required in Article XIII, Section 1 (Amendments) of the current bylaws and the motion failed to pass.

### VI. Public comment period

Scott called for any public comment on the original motion. Although non-Board attendees were muted during the meeting, they were able to post questions and comments using the chat and

Q&A features. The themes of the comments reflected disagreement about the process needed to achieve PC representation on the Board. Virginia asked to speak and recommended that for purposes of moving the CalSWEC organization forward and implementing the Strategic Plan, a vote be taken with a commitment to identify a process that would achieve the request for PC representation on the Board and that this issue be resolved by CADD. Consensus on this recommendation was not clear; however, no motion was made nor vote taken on this point.

**VII. Ratification of bylaws revisions**

Scott referred to the earlier motion made by Mary Rawlings to adopt the bylaws as presented that was seconded by David Basset. After the results of a poll vote was unclear, a voice vote was taken and this motion was overwhelming passed with 13 ayes, 0 nays, 2 abstentions. Scott announced that the proposed bylaws have been adopted as presented and that the PC question, although failing to garner enough votes, be taken up at the next meeting.

The Board meeting was adjourned at 5:10 PM.